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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION**

**-and-**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

*\*All papers shall be filed in the Lead Case,  
No. 19-30088 (DM)*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**CONDITIONAL CONSENT OF THE  
OFFICIAL COMMITTEE OF TORT  
CLAIMANTS TO SECOND  
SUPPLEMENTAL APPLICATION  
PURSUANT TO 11 U.S.C. §§ 327(a) AND  
328(a) AND FED. R. BANKR. P. 2014(a)  
AND 2016 FOR AN ORDER AMENDING  
THE SCOPE OF THE RETENTION OF  
PRICEWATERHOUSECOOPERS LLP AS  
MANAGEMENT, TAX, AND ADVISORY  
CONSULTANTS TO THE DEBTORS  
NUNC PRO TUNC TO THE PETITION  
DATE [Dkt. No. 6364]**

[No Hearing Requested]

1 The Official Committee of Tort Claimants (“**TCC**”) in the chapter 11 cases of PG&E  
2 Corporation and Pacific Gas and Electric Company (the “**Debtors**” or “**PG&E**”) hereby submits  
3 its conditional consent to the Debtors’ Second Supplemental Application Pursuant to 11 U.S.C.  
4 §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) and 2016 for An Order Amending the Scope  
5 of the Retention of PricewaterhouseCoopers LLP as Management, Tax, and Advisory Consultants  
6 to the Debtors *Nunc Pro Tunc* to the Petition Date (“**PwC**”) [Dkt. No. 6364], and respectfully states  
7 as follows:

- 8 1. The TCC is informed and believes that PwC performed certain management, tax  
9 and advisory consulting services for the Debtors prior to the filing of these  
10 chapter 11 cases.
- 11 2. The TCC is further informed and believes that the Debtors may hold claims against  
12 PwC based on its prepetition services. Pursuant to the Order Pursuant to 11 U.S.C.  
13 §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 (I) Authorizing the  
14 Debtors and TCC to Enter into Restructuring Support Agreement with the TCC,  
15 Consenting Fire Claimant Professionals, and Shareholder Proponents, and  
16 (II) Granting Related Relief [Dkt. No. 5174] (the “**RSA Order**”), and Debtors’ and  
17 Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated  
18 December 12, 2019 [Dkt. No. 5101], as may be amended, certain of the Debtors’  
19 claims and causes of action will be transferred to a resolution trust for the benefit of  
20 tort claimants.
- 21 3. The TCC does not object to the Debtors’ retention of PwC for post-petition services,  
22 provided that any such order authorizing the post-petition retention or approving  
23 payments to PwC pursuant to such order shall not be construed to bar any claims  
24 against PwC arising out of or in connection with prepetition services rendered to the  
25 Debtors on the basis of res judicata or any other doctrine or theory. The TCC’s  
26 conditional consent applies retroactively to the (1) Order Pursuant to 11 U.S.C.  
27 §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain  
28 and Employ PricewaterhouseCoopers LLP as Management, Tax, Internal

Accounting, and Advisory Consultants to the Debtors *Nunc Pro Tunc* to the Petition Date [Dkt. No. 2230], and (2) Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Amend the Scope of the Retention of PricewaterhouseCoopers LLP as Management, Tax, Internal Accounting, and Advisory Consultants to the Debtors *Nunc Pro Tunc* to the Petition Date [Dkt. No. 4959], both of which were entered by the Court prior to the RSA Order.

Dated: March 20, 2020

BAKER & HOSTETLER LLP

By: /s/Cecily A. Dumas  
Cecily A. Dumas

*Counsel for Official Committee of Tort Claimants*